

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**PURDUE PHARMA L.P., *et al.*,  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 19-23649 (RDD)**

**(Jointly Administered)**

**AFFIDAVIT AND DISCLOSURE STATEMENT OF RODGER D. SMITH II  
ON BEHALF OF MORRIS, NICHOLS, ARSHT & TUNNELL LLP**

STATE OF DELAWARE                    )  
  ) s.s.:  
COUNTY OF NEW CASTLE            )

Rodger D. Smith II being duly sworn, upon his oath, deposes and says as follows:

1. I am a Partner of Morris, Nichols, Arsht & Tunnell LLP, located at 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899-1347 (the “**Firm**”).
2. Purdue Pharma L.P. and its affiliates that are debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

3. The Services include, but are not limited to, the following: advice on matters of Delaware limited partnership law and representation in connection with patent infringement actions pending in the United States District Court for the District of Delaware.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

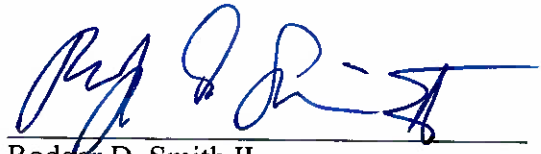
5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$20,149.89 in respect of prepetition services rendered to the Debtors. The Firm holds an advance payment retainer in the amount of \$19,883.58 in connection with its prepetition representation of the Debtors.


8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

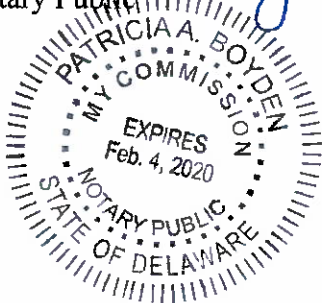
Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on December 6, 2019, at 1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899-1347.

  
Rodger D. Smith II

SWORN TO AND SUBSCRIBED before

Me this 6<sup>th</sup> day of December, 2019

  
Notary Public



**UNITED STATES BANKRUPTCY COURT  
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**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Purdue Pharma L.P. and its affiliates that are debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”)

1201 North Market Street, 16th Floor, P.O. Box 1347, Wilmington, DE 19899-1347

2. Date of retention: 04/07/17 – Present (patent infringement lawsuits); 04/16/18 – Present  
(Delaware limited partnership advice)

3. Type of services to be provided:

Morris Nichols has been retained to provide legal services to the Debtors.

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4. Brief description of services to be provided:

Morris Nichols represents the Debtors in the following matters: (1) advice on matters of Delaware limited partnership law; (2) litigation counsel in *Purdue Pharma L.P., et al. v. Intellipharmaeueutics International Inc., et al.*, C.A. No. 18-404 (RGA-SRF) (D. Del.); (3) litigation counsel in *Purdue Pharma L.P., et al. v. Intellipharmaeueutics International Inc., et al.*, C.A. No. 17-392 (RGA) (D. Del.); and (4) litigation counsel in *Purdue Pharma L.P., et al. v. Collegium NF, LLC, et al.*, C.A. No. 18-226 (GMS) (D. Del.).

5. Arrangements for compensation (hourly, contingent, etc.):

Hourly

(a) Average hourly rate (if applicable): \$252.00 - \$295.00 (legal assistants); \$405.00 - \$575.00 (associates); \$825.00 - \$832.50 (partners)

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

\$32,700.00 based on the 12-month span from September 2018 – August 2019

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$20,149.89

Date claim arose: 8/2019

Nature of claim: Unbilled fees and costs incurred during the month of August 2019 in connection with representing the Debtors prepetition. Morris Nichols holds an advance payment retainer in the amount of \$19,883.58 in connection with its prepetition representation of the Debtors.

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: N/A

Status: N/A

Amount of claim: \$ N/A

Date claim arose: N/A

Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

N/A

9. Disclose whether the professional currently represents any of the Debtors' existing shareholders, including trusts, beneficiaries, companies, affiliates, family members and any similar related parties (together, the "Shareholder Parties"), and/or any entity owned or controlled by any Shareholder Party (in each case other than any Debtor), and whether any Shareholder Party or any entity owned or controlled by any Shareholder Party (other than any Debtor) accounted for more than 1% of the professionals' annual revenue for any of the last five years. If so, describe what ethical walls or other protections are in place with regard to the concurrent representations.

N/A

10. Name and title of individual completing this form:

Rodger D. Smith II, Partner of Morris, Nichols, Arsht & Tunnell LLP

Dated: December 6, 2019